

Hearing Date and Time: March 29, 2011 at 9:45 a.m. (ET)
Response Date and Time: March 22, 2011 at 4:00 p.m. (ET)

PEPPER HAMILTON LLP
Kay Standridge Kress, Esq.
100 Renaissance Center, Ste. 3600
Detroit, MI 48243
Telephone: (313) 393-7365
Facsimile: (313) 259-7926
kressk@pepperlaw.com

Counsel for the Springfield Township Group

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

MOTORS LIQUIDATION COMPANY,
et al.

Debtors.

Chapter 11

Case No. 09-50026 (REG)

Jointly Administered

**RESPONSE OF THE SPRINGFIELD TOWNSHIP GROUP TO THE
DEBTORS' 208TH OMNIBUS OBJECTION TO CLAIMS**

Akzo Nobel Coatings, Inc. holding Claim No. 50959, CNA Holdings LLC f/k/a CNA Holdings, Inc. Claim No. 50572, Detrex Corporation, holding Claim No. 50571, Federal Screw Works holding Claim No. 50958, Ford Motor Company holding Claim No. 50138, Michelin North America holding Claim No. 50573 and TRW Automotive US LLC, as Assignee of the Former TRW, Inc. holding Claim No. 50137 (collectively the “**Springfield Township Group**”), by and through its undersigned counsel, submit this Response to the Debtors’ 208th Objection to Claims (the “**Objection**”), and in support thereof states as follows:

1. Each member of the Springfield Township Group timely filed its respective proof of claim (the “**Springfield Township Claims**”) based upon a September 14, 1998 Consent Decree between, among others, the U.S. Environmental Protection Agency, one or

more of the Debtors and the Springfield Township Group, that was entered in the United States District Court for the Eastern District of Michigan(the “**Consent Decree**”).

2. Although none of the Springfield Township Group admitted or acknowledged liability for the Springfield Township Superfund Site a/k/a Nickson Site or the Shindler Road Site located at 12955 Woodland Trail in Spring Township, Michigan (the “**Site**”), the Consent Decree jointly and severally obligated various parties, including one of more of the Debtors and the Springfield Township Group, to finance and perform remediation at the Site.

3. On or about January 28, 2011, the Debtors filed the Objection asserting that the Springfield Township Group is not entitled to any future costs relating to the Site based upon 11 U.S.C. §502(e)(1)(B), and asking the Court to disallow and expunge the Springfield Township Claims.

4. The time in which to respond to the Objection was originally February 22, 2011 at 4:00 p.m. (eastern time), which was extended by the Debtors until March 22, 2011 at 4:00 p.m. (eastern time) (the “**Response Date**”). The Debtors reflected on the Notice of Agenda for the March 1, 2011 hearings that the Springfield Township Group had responded informally to the Objection.

5. Based upon this Court’s bench decisions in the Lyondell Chemical and Chemtura Corporation chapter 11 cases disallowing environmental contribution claims by co-liaible parties, the Springfield Township Group acknowledges that it will not be entitled to future costs.

6. The Springfield Township Group, however, is entitled to the actual amounts spent or expended with respect to the Site.

7. The Objection does not mention or discuss past costs, and the Objection is unclear as to the relief sought by the Debtors in the Objection.

8. The Springfield Township Group has no objection to the Springfield Township Claims being disallowed for future costs only, but objects to the disallowance and expungement of each of the Springfield Township Claims in full.

9. On February 17, 2011, the Springfield Township Group sent to Debtors' counsel documentation to support the amounts actually spent or expended by each of the Springfield Township Group on behalf of the Site. Despite numerous follow-ups by counsel to the Springfield Township Group, the Springfield Township Group is still awaiting a response from the Debtors as to the allowance and liquidation of the Springfield Township Claims.

WHEREFORE, for the reasons stated herein, the Springfield Township Group requests that the Court deny the Objection.

RESPECTFULLY SUBMITTED,

/s/ Kay Standridge Kress
Kay Standridge Kress, Esq.
PEPPER HAMILTON LLP
100 Renaissance Center, Ste. 3600
Detroit, MI 48243
Telephone: (313) 393-7365
Facsimile: (313) 259-7926
kressk@pepperlaw.com

Dated: March 22, 2011

Counsel for the Springfield Township Group